

BRUNSWICK TRANSIT SYSTEM, INC.
BYLAWS

ARTICLE I - Name

1. The name of the corporation shall be Brunswick Transit System, Inc.

ARTICLE II - Purpose

The following are the purposes for which this corporation has been organized:

1. To provide and coordinate transportation to residents of Brunswick County.
2. To engage in any lawful act or activity for which a corporation may be organized under Chapter 55A of the General Statutes of North Carolina.

ARTICLE III - Board of Directors

1. The Board of Directors shall consist of not more than 15 members, the core of which will be determined by guidelines set forth by the North Carolina Department of Transportation, Public Transportation Division's Community Transportation Program Grant Participation Agreement between Brunswick Transit System, Inc. and NCDOT (See attachment I for a current list of core representatives and current members).
2. The remaining members shall be determined by the Board based on agency participation and interest in the transportation system. Continued representation on the Board by these remaining members will be at the discretion of the respective agency at the end of the member's term.
3. At the adoption of these bylaws the current Board will remain in place until individual term expirations or June 30, 2003, whichever comes first. Any term expiring in the interim will be extended or reappointed until June 30, 2003. At the first regularly scheduled meeting occurring before July 1, 2003, ½ the Board will be reappointed for 1 year terms and ½ the Board will be reappointed for 2 year terms all expiring on June 30.

ARTICLE IV - Terms of Membership

1. Terms for members will begin on July 1 and shall be two years. Initially one half of the Board representatives shall have one-year terms and one half shall have two-year terms.
2. Members are required to attend all regularly scheduled meetings in person or by substitute. Excused absences will be granted to those members giving notice to the Director prior to a regularly scheduled meeting. Members with three (3)

unexcused absences in a fiscal year will be required to have a replacement named to the Board by their respective agency.

ARTICLE V - Meetings

1. Regular meetings of the corporation shall be held as necessary, but not less than once per calendar quarter.
2. At the request in writing of four (4) Board members the Chairperson shall require a special meeting to be called. No other business but that specified in the notice may be transacted without the unanimous consent of all Board members present.
3. A quorum shall be defined as one-half the current Board membership.
4. All meetings shall be conducted in accordance with Robert's Rules of Order as amended.

ARTICLE VI - Voting

1. Each member shall have one vote. Voting may not be done by proxy.

ARTICLE VII - Corporate Officers & Duties

1. The Chairperson shall preside at each meeting and be elected by the Board.
2. The Vice-Chairperson shall preside in the absence of the Chairperson and be elected by the Board. In the event the position of the Chairperson becomes vacant the Vice-Chairperson shall assume the Chair's duties until such time that the Board elects a new Chairperson.
3. The Secretary shall be elected by the members of the Board.
4. The Treasurer shall be elected by the Board and perform duties as established by Board policy.
5. Officers shall serve a term of one year. Elections shall take place at the first regular meeting after July 1st. Upon election, an officer shall hold that office for office for only two consecutive terms.
6. No member shall for reason of his or her office, be entitled to receive any salary or compensation other than for expenses incurred during the discharging of responsibilities of the office.
7. The Executive Committee is to consist of elected officers and other Board members as designated by the Board.

ARTICLE VIII - Committees

1. The Chair may appoint committees to investigate and study matters as seen fit by the Chair.

ARTICLE IX - Fiscal Year

1. The fiscal year shall run from July 1 through June 30.

ARTICLE X - Vacancies

1. Vacancies shall be filled by the appointing agency/organization to complete the current term.
2. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the affirmative vote of the majority of the remaining Board of Directors for the unexpired portion of the term of the departing member.

ARTICLE XI - Non-Discrimination

1. It is the policy of the Board of Directors not to discriminate against any employee or applicant because of race, sex, color, disability, national origin; religion, creed, age, veteran status or sexual preference where prohibited by applicable state or local law.

ARTICLE XII - Amendments

1. These articles may be altered, amended, repealed or otherwise changed by a 2/3 majority, the Board of Directors.

Adopted 9/28/98

Revised 8/26/02

Article I Name

Article II Purpose

Article XII Amendments

Revised 9/30/02

Article III Board of Directors

Article IV Terms of Membership

Article VI Voting

Revised 1/26/04

Article VII Corporate Officers & Duties

Revised 10/31/05

Article X Vacancies

Chair

9/30/02

Date